

Faurecia

**Statutory Auditors' report on the authorization to grant
existing shares or shares to be issued**

(General Meeting of June 26, 2020– 23rd resolution)

MAZARS

Tour Exaltis
61, rue Henri Regnault
92400 Courbevoie
S.A. à directoire et conseil de surveillance
au capital de € 8.320.000
784 824 153 R.C.S. Nanterre
Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

Ernst & Young Audit

Tour First – TSA 14444
92037 Paris-La Défense Cedex
S.A.S. à capital variable
344 366 315 R.C.S. Nanterre
Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

Statutory Auditors' report on the authorization to grant free existing shares or shares to be issued**(General Meeting of June 26, 2020 – 23rd resolution)**

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Annual General Meeting of Faurecia,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of article L.225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed authorization to grant existing shares or shares to be issued to (i) employees of the Company or of companies or economic groups that are directly or indirectly affiliated with it within the meaning of Article L. 225-197-2 of the French Code of Commerce and/or (ii) and/or corporate officers who meet the criteria set by Article L. 225-197-1 of the French Code of Commerce, an operation upon which you are called to express an opinion.

The total number of shares granted under the authorization may not exceed 2,000,000 shares, and the total number of shares that may be granted to the executive corporate officers may not exceed 10% of that amount.

On the basis of the Board of Directors' report, the shareholders are requested to authorize the Board of Directors, for a period of twenty-six (26) months from the date of this meeting, to grant existing shares or shares to be issued.

It is the Board of Directors' responsibility to prepare a report on the proposed transaction. It is our responsibility to report to you on the information provided to you on the proposed transaction.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagement. These procedures consisted primarily in verifying that the arrangements proposed and the information provided in the Board of Directors' report comply with the applicable legal provisions.

We have no matters to report on the information provided in the Board of Directors' report concerning the proposed authorization to grant free shares.

Courbevoie and Paris-La Défense, May 15, 2020

The Statutory Auditors

Mazars

Ernst & Young Audit

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Statutory Auditors' report on the authorization to grant existing shares or shares to be issued

Page 2

David Chaudat

Jean-Roch Varon

